



KAMUYU AYDINLATMA PLATFORMU

FONET BİLGİ TEKNOLOJİLERİ A.Ş.

Corporate Governance Information Form

2019 - Annual Notification

Summary

Corporate Governance Information Form 2019



1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	It has not happened.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	It has not happened.
The number of special audit requests that were accepted at the General Shareholders' Meeting	It has not happened.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/747932
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Only Turkish.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	No such situation has occurred.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	No such situation has occurred.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	No such situation has occurred.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor relations/ policies/donation and aid policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/752759
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	No
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	No
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
	In the ordinary and extraordinary general meetings of the company , group (A) shareholders

In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	have 15 voting rights for each share, and group (B) shareholders have 1 vote for each share.
The percentage of ownership of the largest shareholder	% 58,33
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/ Policies/Profit Distribution Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Article 10 of the agenda regarding the negotiation and decision of the Board of Directors' proposal not to distribute 2018 profits was passed. Decision No. 05 dated 14.03.2019 by the Company's Board pursuant to the TCC and CMB? S Turkey under the provisions of Accounting / Financial Reporting Standards and the lens prepared in accordance Independent Auditor and Certified Financial Consulting Inc. According to our financial statements for the period 01.01.2018 31.12.2018 audited by the Company, the Company's? Period Profit? Giving the information that it was obtained, the proposal to leave the remaining profit after leaving the general legal reserve from the profit obtained as a result of 2018 activities was submitted to the Company within the General Assembly meeting, and it was decided unanimously / unanimously to approve the decision taken by the Board of Directors.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/752759

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
04/04/2019	0	% 58,33	% 58,33	% 3,4	Investor Relations / General Assembly / Meeting Minutes of 2018	Investor Relations / General Assembly / 2018 Meeting	Agenda no: 13	23	https://www.kap.org.tr/tr/Bildirim/752759

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations
List of languages for which the website is available	Turkish-English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	-
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	-
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Such a situation has not occurred.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	There was no significant lawsuit.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	There is no such a case.

f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	-
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	-

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	There is no compensation policy.
The number of definitive convictions the company was subject to in relation to breach of employee rights	The company did not face to face such a situation.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Human Resources Manager
The contact detail of the company alert mechanism	You can access to the human resources department with the number 0312 4384919
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	No
Corporate bodies where employees are actually represented	No
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The board of directors makes suggestions and recommendations in developing a succession plan for key management positions.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Human Resources
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Human Resources

The number of definitive convictions the company is subject to in relation to health and safety measures	No
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Human Resources
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Human Resources
Any measures combating any kind of corruption including embezzlement and bribery	Human Resources

Board Member	Director Or Not	Director Or Not	Election Date To Board	The Independency Declaration	Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
Abdülkerim Gazen	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/01/2001	None.	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Yasemin Şah	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	24/07/2015	None.	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Dr.Emre Sezgin	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	24/07/2015	None.	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Daniel Anders Henrik Werner	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/04/2016	None.	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
İlker Saltoğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	20/09/2017	https://www.kap.org.tr/tr/Bildirim/747720	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Yusuf Serdar Gürbüz	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	20/09/2017	https://www.kap.org.tr/tr/Bildirim/747720	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Mahmut İbiş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	06/12/2016	None.	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Nisabeyim Gazen	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/04/2019	None.	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	18
Director average attendance rate at board meetings	% 90
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	2 days ago
The name of the section on the corporate website that demonstrates information about the board charter	There are in-house regulations that determine how the board meetings are held and are not available on the corporate website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	No.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/629850

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Yusuf Serdar Gürbüz	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		İlker Saltoğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İlker Saltoğlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Abdülkerim Gazen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Dr. Emre Sezgin	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Deniz Özlük	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Yusuf Serdar Gürbüz	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Abdülkerim Gazen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Dr. Emre Sezgin	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Committees
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Committees
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	The duties of the Nomination Committee are fulfilled by the Corporate Governance Committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Committees
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The duties of the remuneration committee is fulfilled by the Corporate Governance Committee.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Financial Status of The Company
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations-Policies
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Our Policies

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board

Denetim Komitesi (Audit Committee)	% 100	% 100	7	every meeting is presented to the Board of Directors
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 100	% 25	1	every meeting is presented to the Board of Directors
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 100	% 33,33	4	every meeting is presented to the Board of Directors